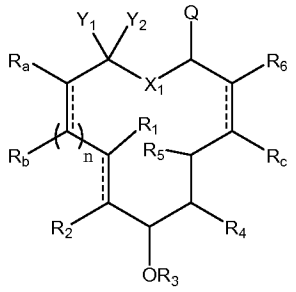
AMENDMENTS TO THE CLAIMS

The following **Listing of Claims** will replace all prior versions, and listings of claims in the application.

1. **(CURRENTLY AMENDED)** A pharmaceutical composition comprising:

a pharmaceutically acceptable carrier, adjuvant or vehicle; and

a therapeutically effective amount of a compound having the structure:



(I)

or pharmaceutically acceptable salt thereof;

wherein $\mathbf{R_1}$ and $\mathbf{R_2}$ are each independently hydrogen, halogen, -CN, $-S(O)_{1-2}R^{1A}$, $-NO_2$, $-COR^{1A}$, $-CO_2R^{1A}$, $-NR^{1A}C(=O)R^{1B}$, $-NR^{1A}C(=O)OR^{1B}$, $-CONR^{1A}R^{1B}$, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{1A}$; wherein W is independently -O-, -S- or $-NR^{1C}$-, wherein each occurrence of R^{1A}, R^{1B} and R^{1C} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or R_1 and R_2, taken together with the carbon atoms to which they are attached, form an alicyclic, heteroalicyclic, aryl or heteroaryl moiety;

$\mathbf{R_3}$ is hydrogen, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or a prodrug moiety or an oxygen protecting group;

$\mathbf{R_4}$ is halogen, $-OR^{4A}$, $-OC(=O)R^{4A}$ or $-NR^{4A}R^{4B}$; wherein R^{4A} and R^{4B} are independently hydrogen, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; a prodrug moiety, a nitrogen protecting group or an oxygen protecting group; or R^{4A} and R^{4B}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety;

$\mathbf{R_5}$ is hydrogen, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety;

$\mathbf{R_6}$ is hydrogen, halogen, -CN, $-S(O)_{1-2}R^{6A}$, $-NO_2$, $-COR^{6A}$, $-CO_2R^{6A}$, $-NR^{6A}C(=O)R^{6B}$, $-NR^{6A}C(=O)OR^{6B}$, $-CONR^{6A}R^{6B}$, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{6A}$; wherein W is independently -O-, -S- or $-NR^{6C}$-, wherein each occurrence of R^{6A}, R^{6B} and R^{6C} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or

heteroaryl moiety; or R_6 and R_c, taken together with the carbon atoms to which they are attached, form an alicyclic, heteroalicyclic, aryl or heteroaryl moiety;

R_a and each occurrence of **R_b** are independently hydrogen, halogen, -CN, $-S(O)_{1-2}R^{a1}$, $-NO_2$, $-COR^{a1}$, $-CO_2R^{a1}$, $-NR^{a1}C(=O)R^{a2}$, $-NR^{a1}C(=O)OR^{a2}$, $-CONR^{a1}R^{a2}$, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{a1}$; wherein W is independently -O-, -S- or $-NR^{a3}$-, wherein each occurrence of R^{a1}, R^{a2} and R^{a3} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or R_a and the adjacent occurrence of R_b, taken together with the carbon atoms to which they are attached, form an alicyclic, heteroalicyclic, aryl or heteroaryl moiety;

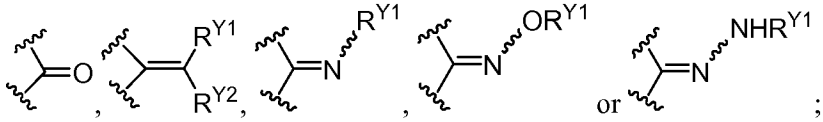
R_c is hydrogen, halogen, -CN, $-S(O)_{1-2}R^{c1}$, $-NO_2$, $-COR^{c1}$, $-CO_2R^{c1}$, $-NR^{c1}C(=O)R^{c2}$, $-NR^{c1}C(=O)OR^{c2}$, $-CONR^{c1}R^{c2}$; an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{c1}$; wherein W is independently -O-, -S- or $-NR^{c3}$-, wherein each occurrence of R^{c1}, R^{c2} and R^{c3} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or R_c and R_6, taken together with the carbon atoms to which they are attached, form an alicyclic, heteroalicyclic, aryl or heteroaryl moiety;

n is an integer from 1 to 5;

X_1 is O, S, NR^{X1} or $CR^{X1}R^{X2}$; wherein R^{X1} and R^{X2} are independently hydrogen, halogen, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or a nitrogen protecting group;

Q is hydrogen, halogen, -CN, $-S(O)_{1-2}R^{Q1}$, $-NO_2$, $-COR^{Q1}$, $-CO_2R^{Q1}$, $-NR^{Q1}C(=O)R^{Q2}$, $-NR^{Q1}C(=O)OR^{Q2}$, $-CONR^{Q1}R^{Q2}$, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{Q1}$; wherein W is independently -O-, -S- or $-NR^{Q3}$-, wherein each occurrence of R^{Q1}, R^{Q2} and R^{Q3} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; and

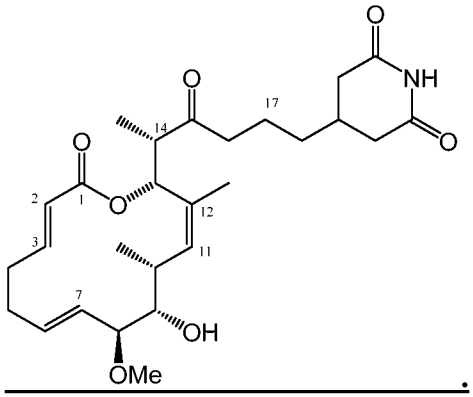
Y_1 and **Y_2** are independently hydrogen, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or $-WR^{Y1}$; wherein W is independently -O-, -S- or $-NR^{Y2}$-, wherein each occurrence of R^{Y1} and R^{Y2} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or Y_1 and Y_2 together with the carbon atom to which they are attached form a moiety having the structure:



;

whereby the composition is formulated for administration to a subject at a dosage between about 0.1 mg/kg to about 50 mg/kg of body weight.

with the proviso that the compound does not have the following structure:



2. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.

3. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.

4. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.

5. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.

6. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.

7. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.

8. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.

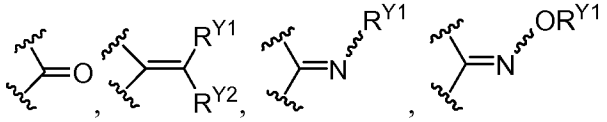
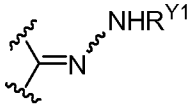
9. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.

10. **(ORIGINAL)** The composition of claim 1, wherein the dosage is 10 mg/kg or greater of body weight.

11. **(ORIGINAL)** The composition of claim 1, wherein:

R_1 and **R_2** are each independently hydrogen or substituted or unsubstituted lower alkyl; or **R_1** and **R_2**, taken together with the carbon atoms to which they are attached, form an epoxide, an aziridine or a substituted or unsubstituted cyclopropyl moiety;

R_3 is hydrogen, or substituted or unsubstituted lower alkyl or aryl; a prodrug moiety or an oxygen protecting group;

R_4 is halogen, $-OR^{4A}$, $-OC(=O)R^{4A}$ or $-NR^{4A}R^{4B}$; wherein R^{4A} and R^{4B} are independently hydrogen, or substituted or unsubstituted lower alkyl; a prodrug moiety, a nitrogen protecting group or an oxygen protecting group; or R^{4A} and R^{4B}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or R_4, taken together with the carbon atom to which it is attached forms a moiety having the structure:  , , or  ;

R_5 and **R_6** are each independently hydrogen or substituted or unsubstituted lower alkyl; or R_6 and R_c, taken together with the carbon atoms to which they are attached, form an epoxide, an aziridine or a substituted or unsubstituted cyclopropyl moiety;

R_a and each occurrence of **R_b** are independently hydrogen, halogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety, or $-WR^{a1}$; wherein W is independently -O-, -S- or $-NR^{a3}$-, wherein each occurrence of R^{a1}, and R^{a3} is independently hydrogen, or an alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; or R_a and the adjacent occurrence of R_b, taken together, form an epoxide, an aziridine or a substituted or unsubstituted cyclopropyl moiety;

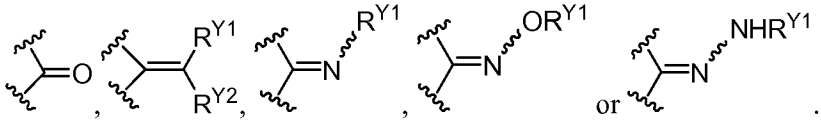
R_c is hydrogen, halogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety, or $-WR^{c1}$; wherein W is independently -O-, -S- or $-NR^{c3}$-, wherein each occurrence of R^{c1} and R^{c3} is independently hydrogen, or an alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl

moiety; or R_c and R_6, taken together with the carbon atoms to which they are attached, form an epoxide, an aziridine or a substituted or unsubstituted cyclopropyl moiety;

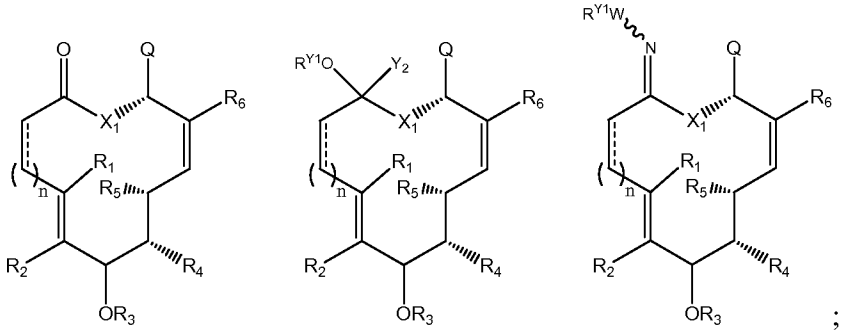
n is an integer from 1 to 5;

$\mathbf{X_1}$ is O, S, NR^{X1} or $CR^{X1}R^{X2}$; wherein R^{X1} and R^{X2} are independently hydrogen, halogen, substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl, or a nitrogen protecting group;

Q is hydrogen, halogen, -CN, $-S(O)_{1-2}R^{Q1}$, $-NO_2$, $-COR^{Q1}$, $-CO_2R^{Q1}$, $-NR^{Q1}C(=O)R^{Q2}$, $-NR^{Q1}C(=O)OR^{Q2}$, $-CONR^{Q1}R^{Q2}$, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{Q1}$; wherein W is independently -O-, -S- or $-NR^{Q3}$-, wherein each occurrence of R^{Q1}, R^{Q2} and R^{Q3} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety;

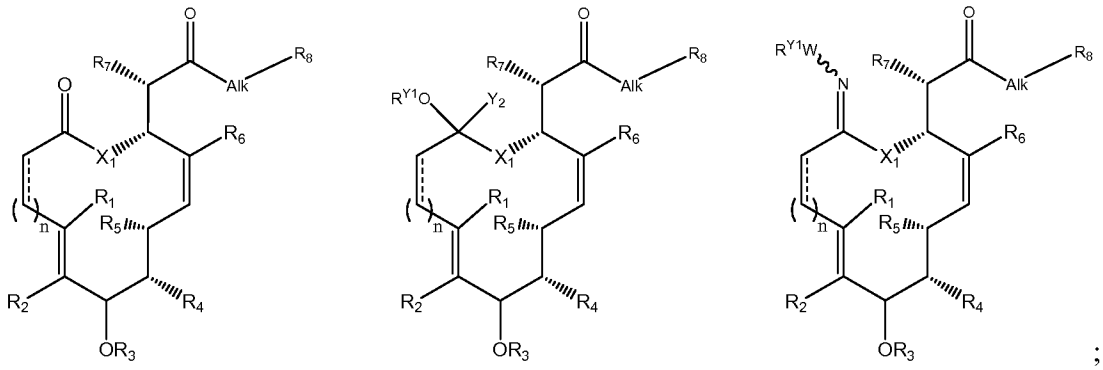
$\mathbf{Y_1}$ and $\mathbf{Y_2}$ are independently hydrogen, an alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; or $-WR^{Y1}$; wherein W is independently -O-, -S- or $-NR^{Y2}$-, wherein each occurrence of R^{Y1} and R^{Y2} is independently hydrogen, or an alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; or $\mathbf{Y_1}$ and $\mathbf{Y_2}$ together with the carbon atom to which they are attached form a moiety having the structure:  .

12. **(ORIGINAL)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, and the compound has one of the following structures:

 ;

wherein R_1-R_6, Y_2, X_1, n and Q are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety.

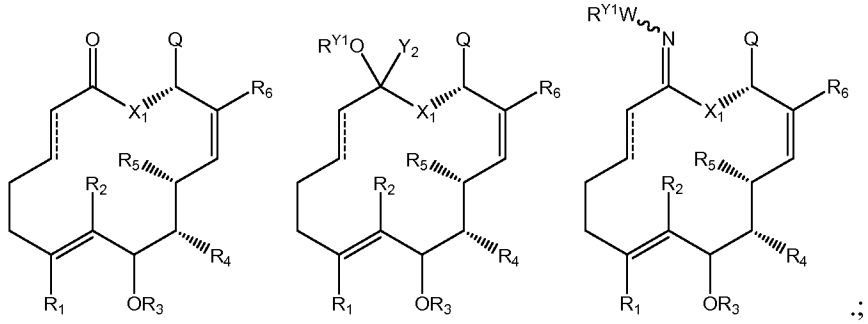
13. **(ORIGINAL)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, Q is a carbonyl-containing moiety and the compound has one of the following structures:



;

wherein R_1-R_6, Y_2, X_1, and n are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; R_7 is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; and Alk is a substituted or unsubstituted C_{0-6}alkylidene or C_{0-6}alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO_2, COCO, $CONR^{Z1}$, $OCONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO, SO_2, $NR^{Z1}SO_2$, SO_2NR^{Z1}, $NR^{Z1}SO_2NR^{Z2}$, O, S, or NR^{Z1}; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl.

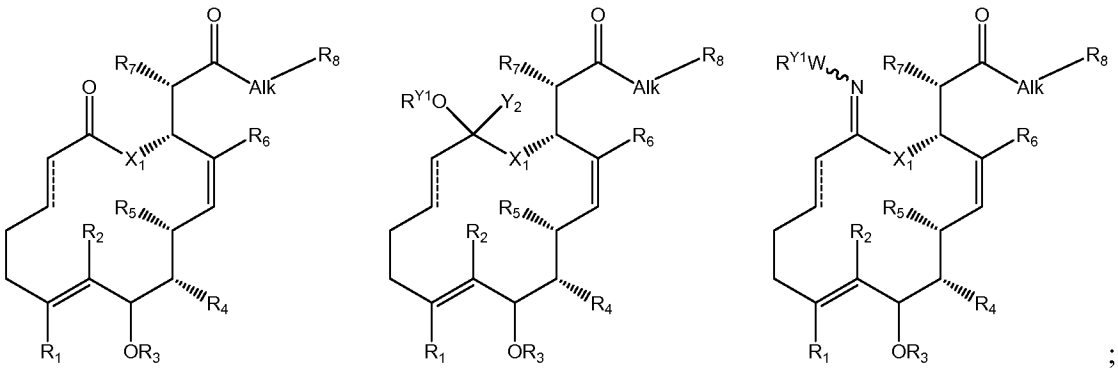
14. **(ORIGINAL)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, n is 3 and the compound has one of the following structures:



.;

wherein R_1-R_6, Y_2, Q and X_1 are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety.

15. **(ORIGINAL)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, n is 3, Q is a carbonyl-containing moiety, and the compound has one of the following structures:



wherein R_1-R_6, X_1 and Y_2 are as defined in claim 1; W is O or NH; R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; R_7 is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; and Alk is a substituted or unsubstituted C_{0-6}alkylidene or C_{0-6}alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO_2, COCO, $CONR^{Z1}$, $OCONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO, SO_2, $NR^{Z1}SO_2$, SO_2NR^{Z1}, $NR^{Z1}SO_2NR^{Z2}$, O, S, or NR^{Z1}; wherein each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; and R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety.

16. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_1 and R_2 are each hydrogen.

17. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_5 and R_6 are each methyl.

18. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_3 is lower alkyl.

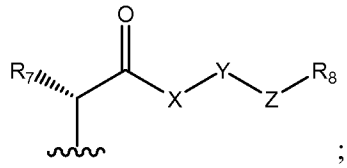
19. **(ORIGINAL)** The composition of claim 18, wherein R_3 is methyl.

20. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_4 is OH, NH_2 or halogen.

21. **(ORIGINAL)** The composition of claim 13 or 15, wherein R_7 is lower alkyl.

22. **(ORIGINAL)** The composition of claim 21, wherein R_7 is methyl.

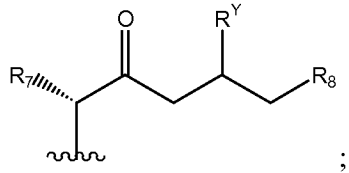
23. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein Q has the structure:



;

wherein R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R_8 is a substituted or unsubstituted carbocyclic, heterocyclic, aryl or heteroaryl moiety; and X, Y and Z are independently a bond, -O-, -S-, -C(=O)-, $-NR^{Z1}-$, $-CHOR^{Z1}$, $-CHNR^{Z1}R^{Z2}$, C=S, $C=N(R^{Y1})$ or –CH(Hal); or a substituted or unsubstituted C_{0-6}alkylidene or C_{0-6}alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO_2, COCO, $CONR^{Z1}$, $OCONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO, SO_2, $NR^{Z1}SO_2$, SO_2NR^{Z1}, $NR^{Z1}SO_2NR^{Z2}$, O, S, or NR^{Z1}; wherein Hal is a halogen selected from F, Cl, Br and I; and each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; or R^{Z1} and R^{Z2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety; and pharmaceutically acceptable derivatives thereof.

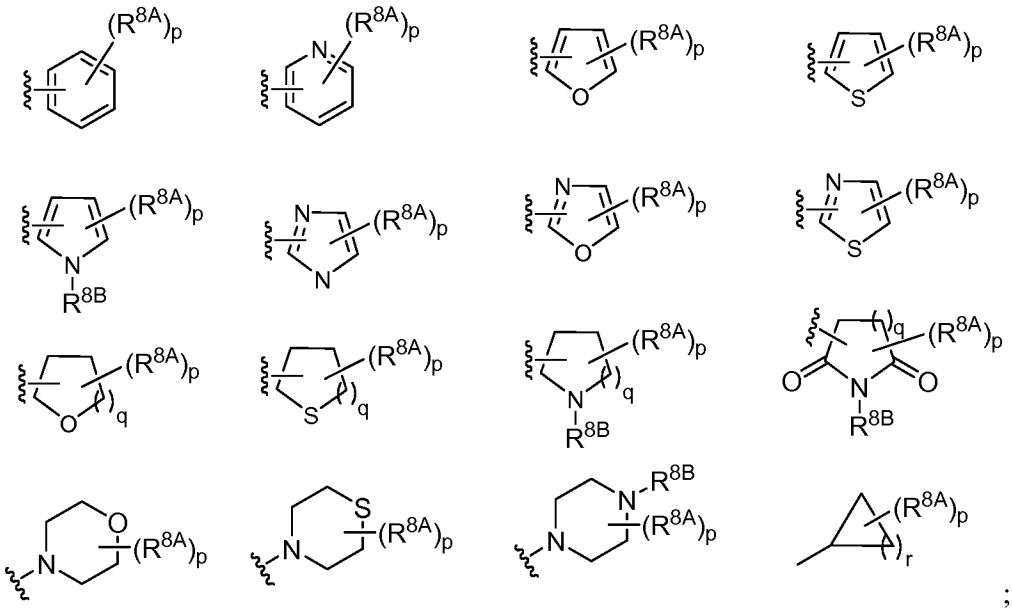
24. **(ORIGINAL)** The composition of claim 23, wherein Q has the structure:



;

wherein R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R_8 is a substituted or unsubstituted carbocyclic, heterocyclic, aryl or heteroaryl moiety; and R^Y is hydrogen, halogen, $-OR^{Y1}$ or $-NR^{Y1}NR^{Y2}$; wherein R^{Y1} and R^{Y2} are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

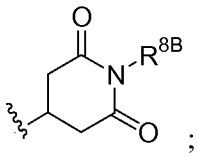
25. **(PREVIOUSLY PRESENTED)** The composition claim 13, wherein R_8 is one of:



;

wherein p is an integer from 0 to 5; q is 1 or 2, r is an integer from 1 to 6; each occurrence of R^{8A} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl, -(alkyl)aryl or -(alkyl)heteroaryl, $-OR^{8C}$, $-SR^{8C}$, $-N(R^{8C})_2$, $-SO_2N(R^{8C})_2$, $-(C=O)N(R^{8C})_2$, halogen, -CN, $-NO_2$, $-(C=O)OR^{8C}$, $-N(R^{8C})(C=O)R^{8D}$, wherein each occcurrence of R^{8C} and R^{8D} is independently hydrogen, lower alkyl, lower heteroalkyl, aryl, heteroaryl, -(alkyl)aryl or -(alkyl)heteroaryl; and each occurrence of R^{8B} is independently hydrogen or lower alkyl.

26. **(ORIGINAL)** The composition of claim 25, wherein R_8 has the structure:



;

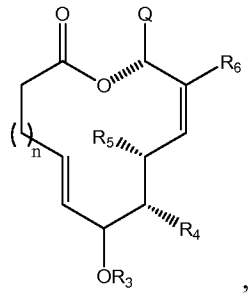
wherein R^{8B} is hydrogen or lower alkyl.

27. **(PREVIOUSLY PRESENTED)** The composition of claim 1 wherein n is 3.

28. **(PREVIOUSLY PRESENTED)** The composition of claim 12 wherein Y_1 is OR^{Y1} and Y_2 is lower alkyl; wherein R^{Y1} is hydrogen or lower alkyl.

29. **(ORIGINAL)** The composition of claim 28, wherein Y_1 is OH and Y_2 is CF_3.

30. **(ORIGINAL)** The composition of claim 11 wherein R_a, R_b and R_c are each hydrogen, and the compound has one of the structures:



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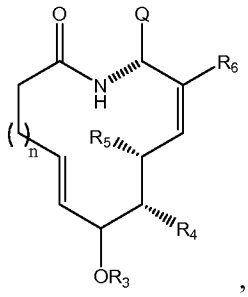

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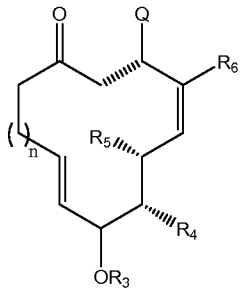
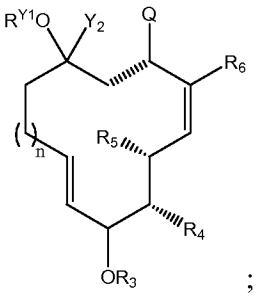


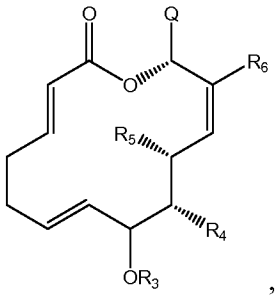
or


;

or pharmaceutically acceptable derivative thereof;

wherein R_3-R_6, n and Q are as defined in claim 1; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

31. **(ORIGINAL)** The composition of claim 1 wherein the compound has the structure:



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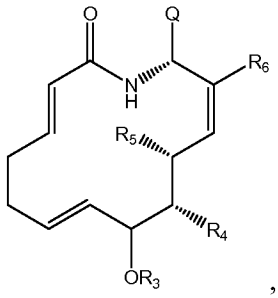

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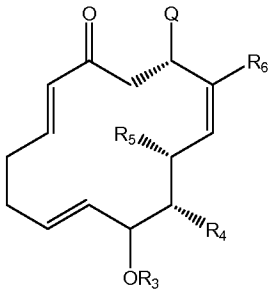
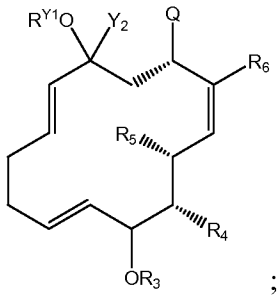


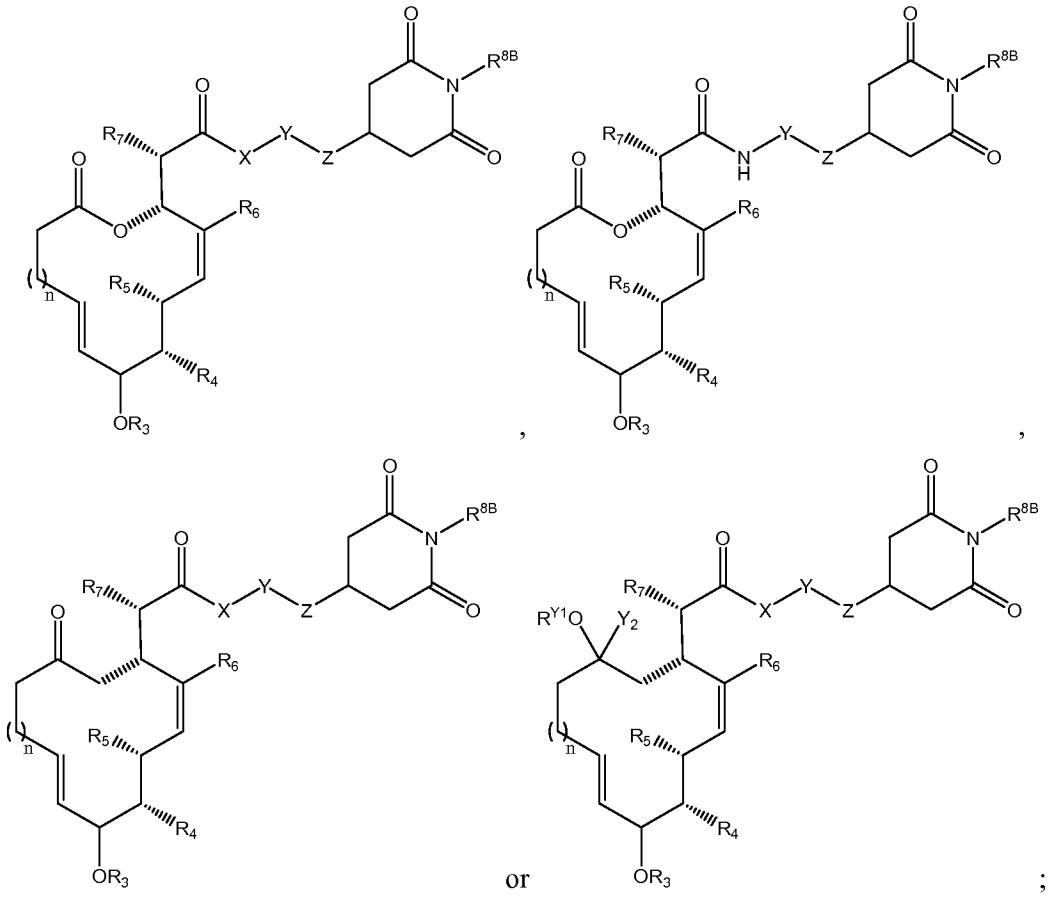
or


;

or pharmaceutically acceptable derivative thereof;

wherein R_3-R_6 and Q are as defined in claim 11; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

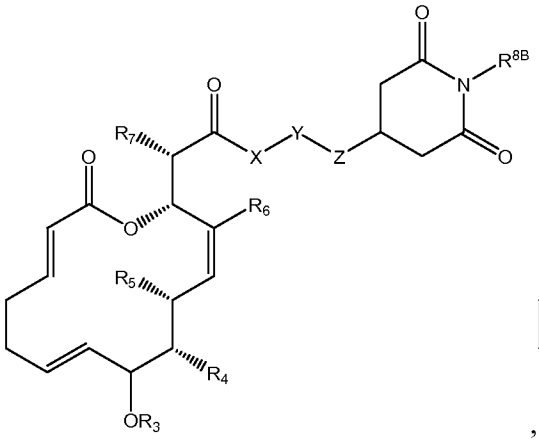
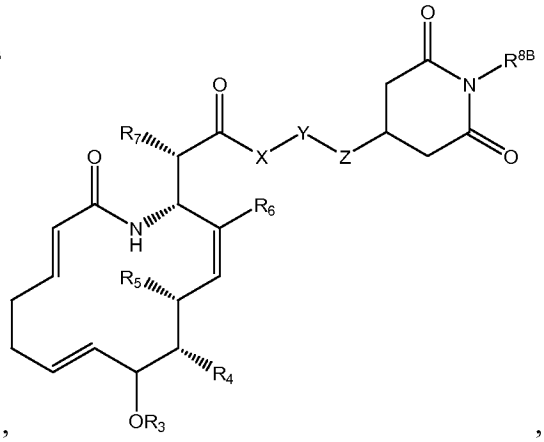
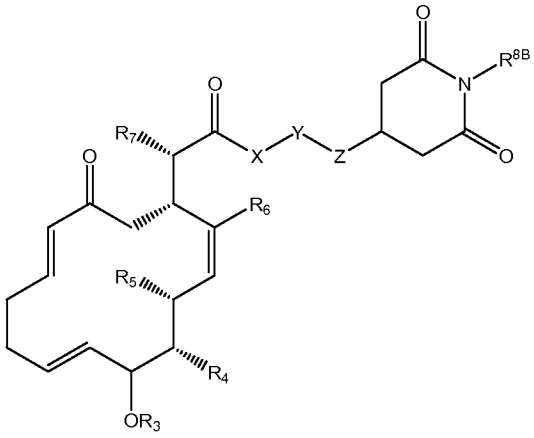
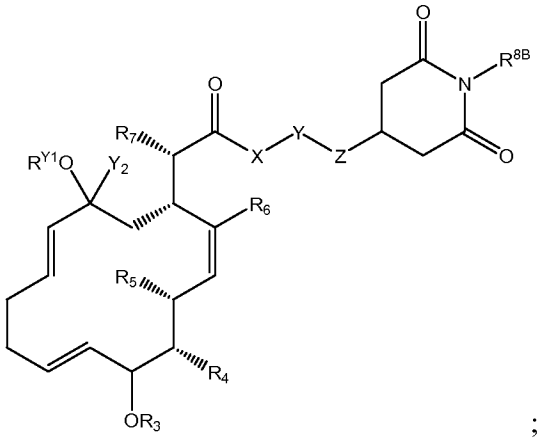
32. **(ORIGINAL)** The composition of claim 11 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein R_3-R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X, Y and Z are independently a bond, -O-, -S-, -C(=O)-, -NR^{Z1}-, –$CHOR^{Z1}$, -$CHNR^{Z1}R^{Z2}$, C=S, C=N(R^{Y1}) or –CH(Hal); or a substituted or unsubstituted C_{0-6}alkylidene or C_{0-6}alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO_2, COCO, $CONR^{Z1}$, $OCONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO, SO_2, $NR^{Z1}SO_2$, SO_2NR^{Z1}, $NR^{Z1}SO_2NR^{Z2}$, O, S, or NR^{Z1}; wherein Hal is a halogen selected from F, Cl, Br and I; and each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; or R^{Z1} and R^{Z2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

33. **(ORIGINAL)** The composition of claim 11 wherein the compound has the structure:


,

,

or

;

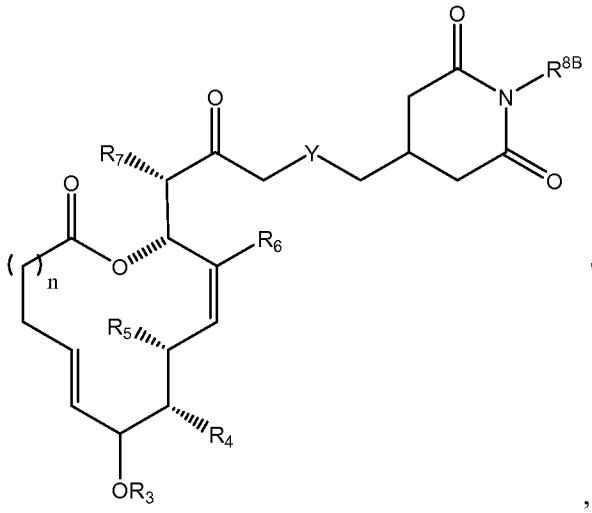
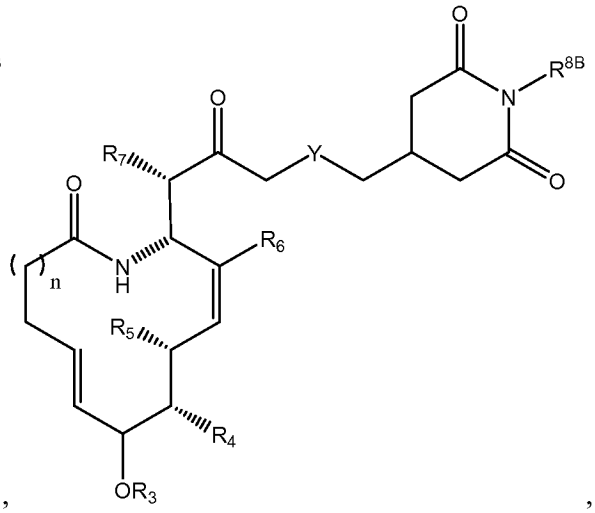
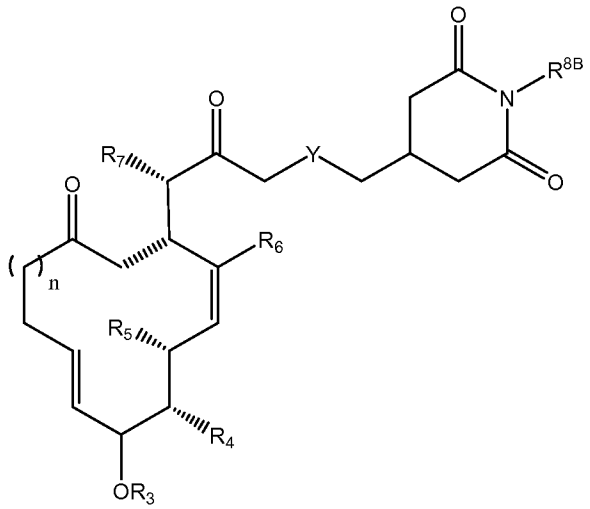
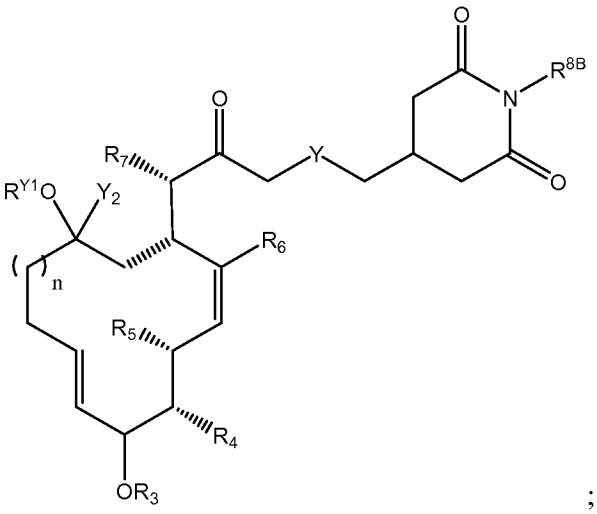
or pharmaceutically acceptable derivative thereof;

wherein R_3-R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X, Y and Z are independently a bond, -O-, -S-, -C(=O)-, -NR^{Z1}-, –$CHOR^{Z1}$, -$CHNR^{Z1}R^{Z2}$, C=S, C=N(R^{Y1}) or –CH(Hal); or a substituted or unsubstituted C_{0-6}alkylidene or C_{0-6}alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO_2, COCO, $CONR^{Z1}$, $OCONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO, SO_2, $NR^{Z1}SO_2$, SO_2NR^{Z1}, $NR^{Z1}SO_2NR^{Z2}$, O, S, or NR^{Z1}; wherein Hal is a halogen selected from F, Cl, Br and I; and each occurrence of R^{Z1} and R^{Z2} is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; or R^{Z1} and R^{Z2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

34. **(ORIGINAL)** The composition of claim 32 or 33, wherein –X-Y-Z together represents the moiety –CH_2-Y-CH_2-; wherein Y is –$CHOR^{Y1}$, -$CHNR^{Y1}R^{Y2}$, C=O, C=S, C=N(R^{Y1}) or –CH(Hal); wherein Hal is

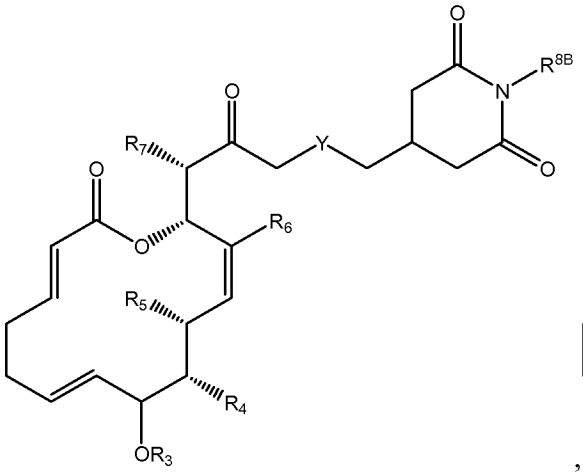
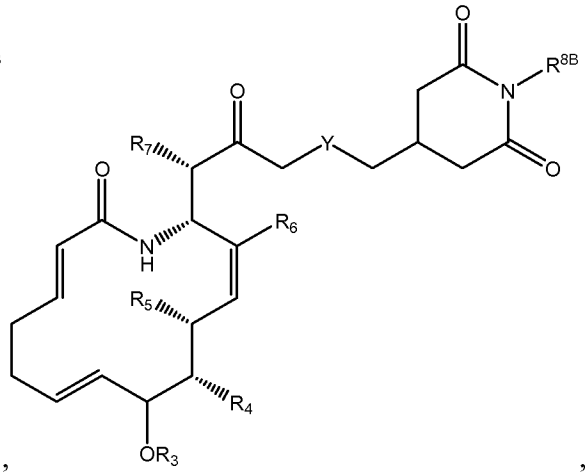
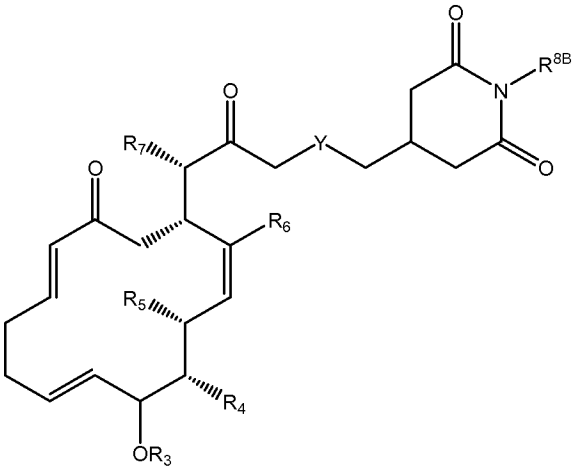
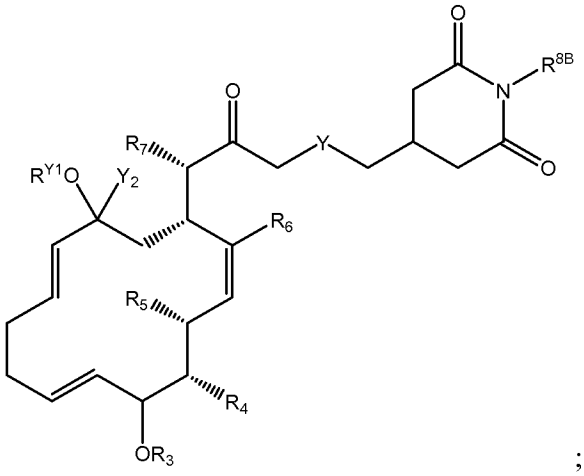
a halogen selected from F, Cl, Br and I; and R^{Y1} and R^{Y2} are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

35. **(ORIGINAL)** The composition of claim 11 wherein the compound has the structure:


,

,

or

;

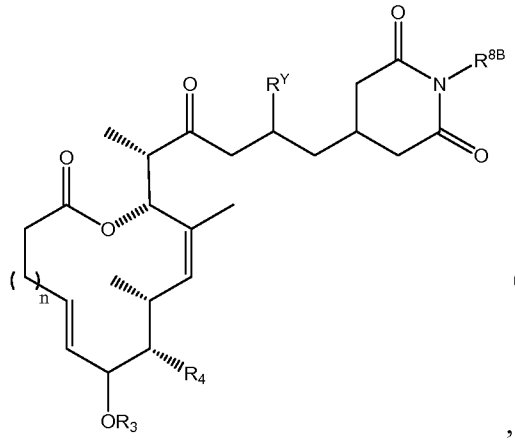
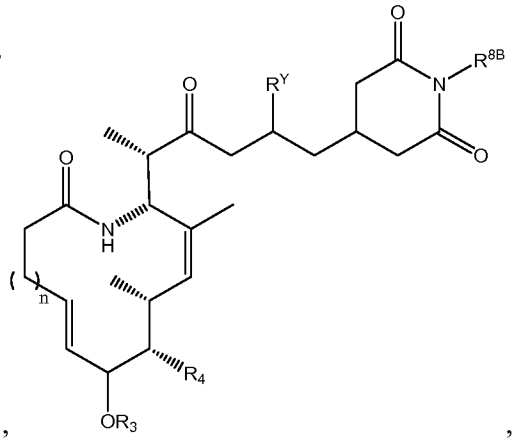
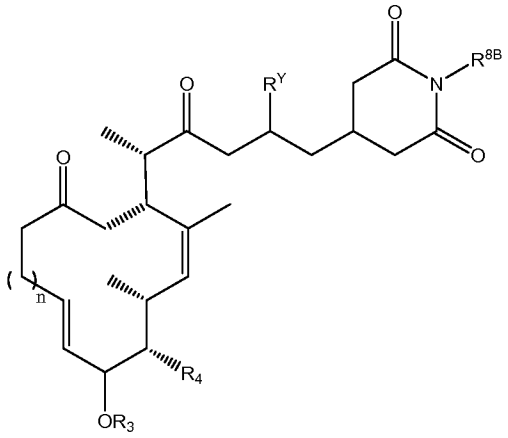
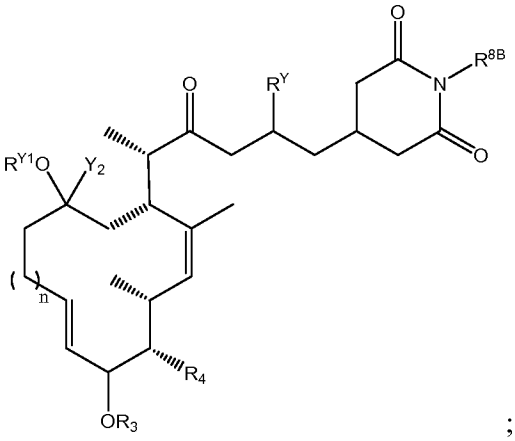
wherein R_3-R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is $-CHOR^{Y1}$, $-CHNR^{Y1}R^{Y2}$, C=O, C=S, $C=N(R^{Y1})$ or –CH(Hal); wherein Hal is a halogen selected from F, Cl, Br and I; and R^{Y1} and R^{Y2} are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

36. **(ORIGINAL)** The composition of claim 11 wherein the compound has the structure:


,

,

or

;

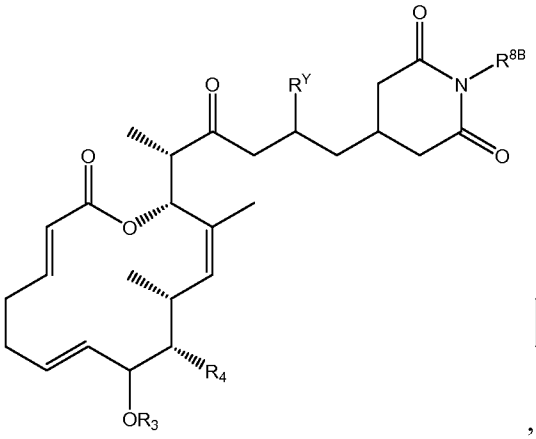
wherein R_3-R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is $–CHOR^{Y1}$, $-CHNR^{Y1}R^{Y2}$, C=O, C=S, $C=N(R^{Y1})$ or –CH(Hal); wherein Hal is a halogen selected from F, Cl, Br and I; and R^{Y1} and R^{Y2} are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

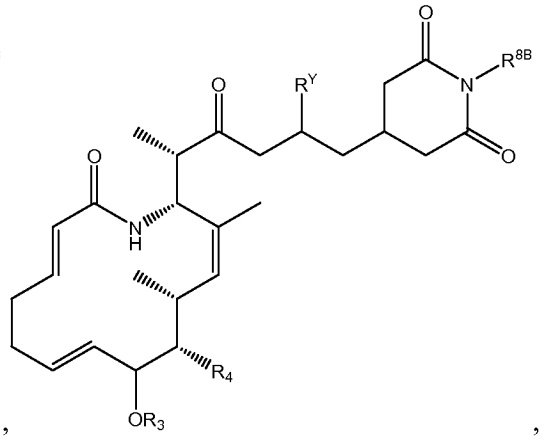
37. **(ORIGINAL)** The composition of claim 11 wherein the compound has the structure:


,

,

or

;

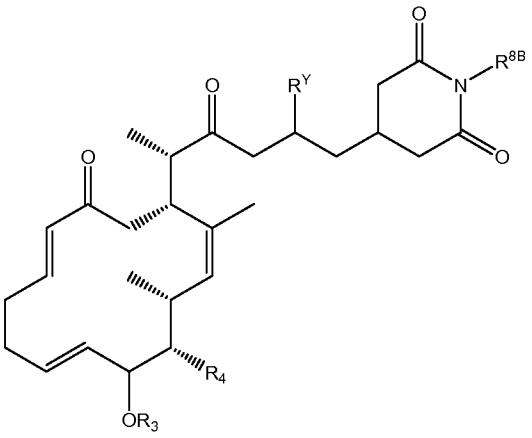
wherein n, R_3 and R_4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, halogen, $-OR^{Y1}$ or $-NR^{Y1}NR^{Y2}$; wherein R^{Y1} and R^{Y2} are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

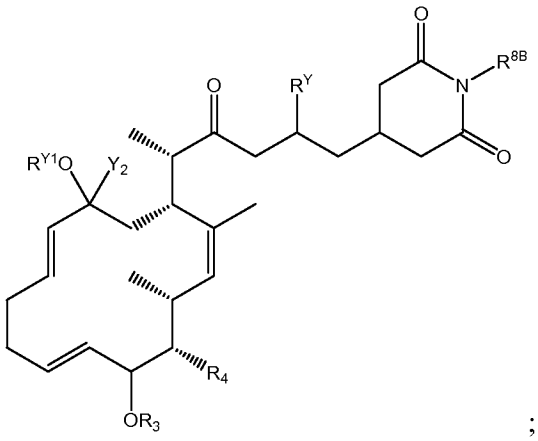
38. **(ORIGINAL)** The composition of claim 11 wherein the compound has the structure:



,


,

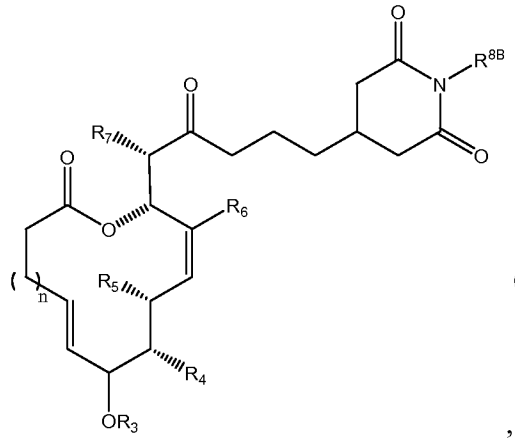


or


;

wherein R_3 and R_4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, halogen, $-OR^{Y1}$ or $-NR^{Y1}NR^{Y2}$; wherein R^{Y1} and R^{Y2} are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.

39. **(ORIGINAL)** The composition of claim 11 wherein the compound has the structure: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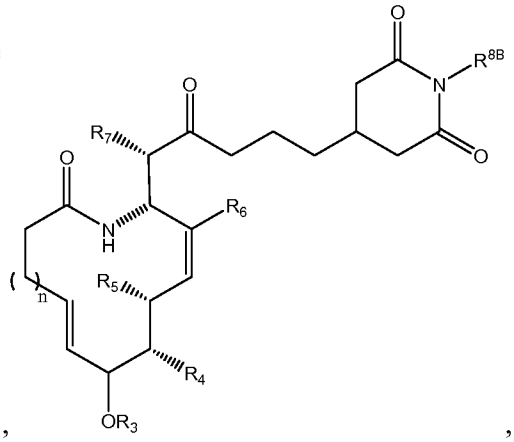
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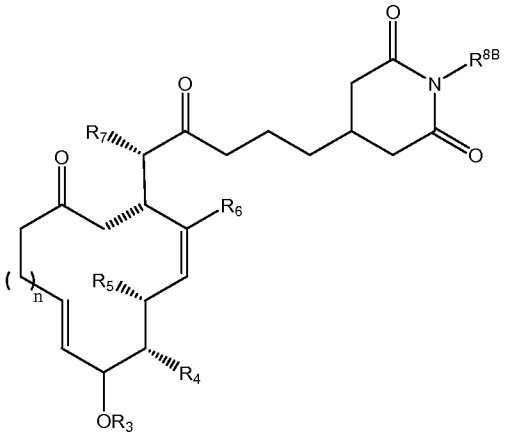
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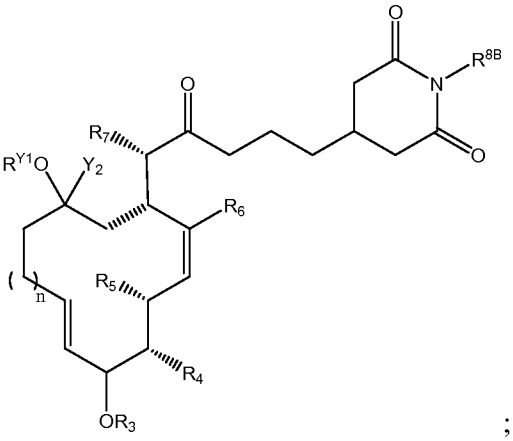
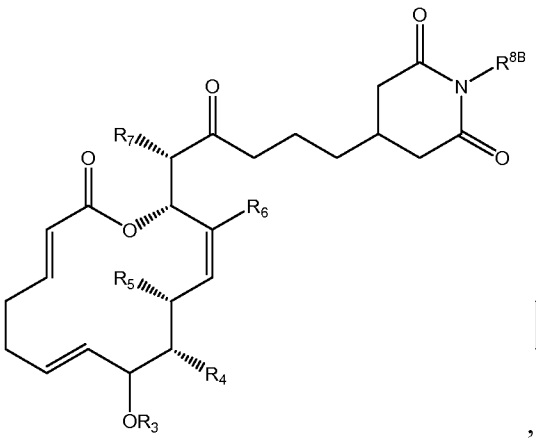
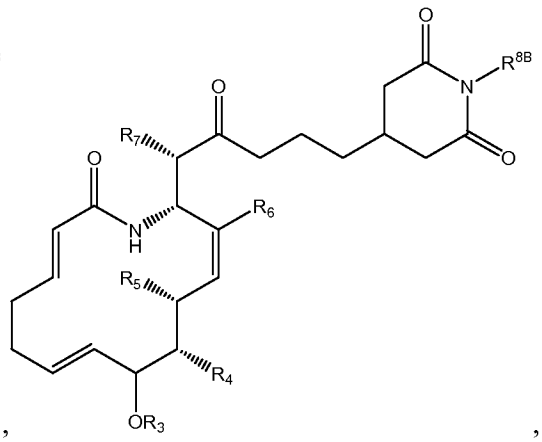
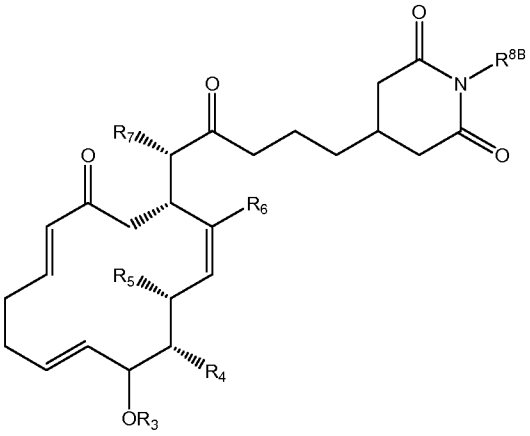
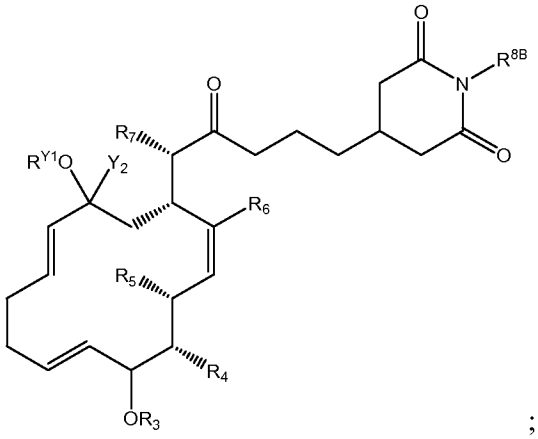

;

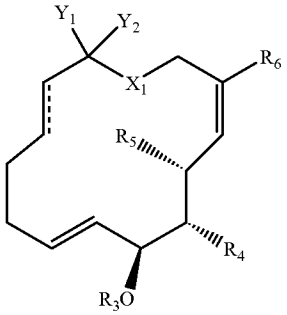
wherein R_3-R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

40. **(ORIGINAL)** The composition of claim 11 wherein the compound has the structure:




or

;

wherein R_3-R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

41. **(ORIGINAL)** The composition of claim 11 wherein the compound has the following structure:



or a pharmaceutically acceptable salt thereof;

wherein X_1 is CH_2, NH or O;

Y_1 and Y_2 are independently OH, $C(R^{Y1})_3$ or Y_1 and Y_2 taken together with the carbon atom to which they are attached are –C=O, wherein R^{Y1} is halo;

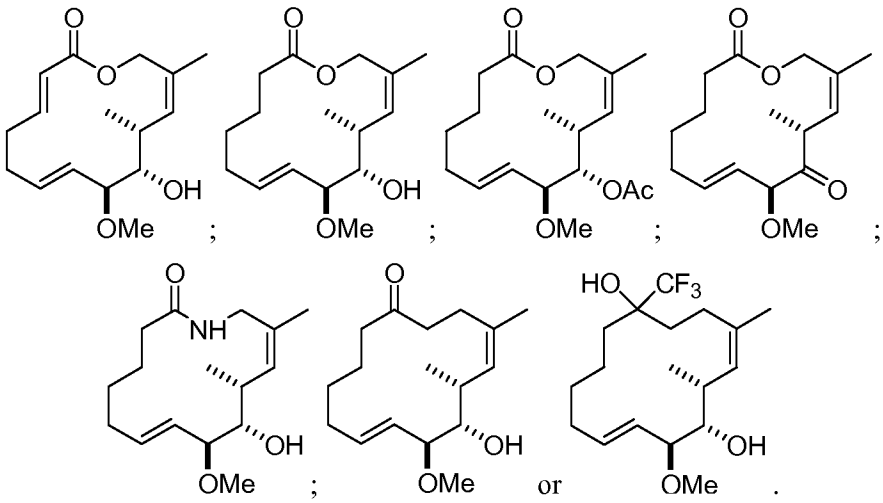
R_6 is H or lower alkyl;

R_5 is H or lower alkyl;

R_4 is OH; and

R_3 is alkyl.

42. **(ORIGINAL)** The composition of claim 41 wherein the compound has one of the following structures:



43. **(ORIGINAL)** The composition of claim 1, wherein the compound is present in an amount effective to inhibit metastasis of tumor cells.

44. **(ORIGINAL)** The composition of claim 1, wherein the compound is present in an amount effective to inhibit angiogenesis.

45. **(ORIGINAL)** The composition of claim 1, further comprising a cytotoxic agent.

46. **(ORIGINAL)** The composition of claim 45, wherein the cytotoxic agent is an anticancer agent.

47. **(ORIGINAL)** The composition of claim 1, further comprising a palliative agent.

48. **(ORIGINAL)** A method for treating breast tumor metastasis in a subject comprising:

administering to a subject in need thereof a therapeutically effective amount of the composition of claim 1.

49. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.

50. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.

51. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.

52. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.

53. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.

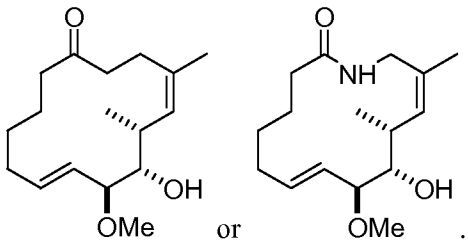
54. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.

55. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.

56. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.

57. **(ORIGINAL)** The method of claim 48, wherein the dosage is 10 mg/kg or greater of body weight.

58. **(ORIGINAL)** The method of claim 48 wherein in the composition, the compound has one of the following structures:



59. **(ORIGINAL)** The method of claim 58, wherein the composition is administered at a dosage between about 10 mg/kg to about 20 mg/kg of body weight.

60. **(ORIGINAL)** The method of claim 48, further comprising administering a cytotoxic agent.

61. **(ORIGINAL)** The method of claim 60, wherein the cytotoxic agent is an anticancer agent.

62. **(ORIGINAL)** The method of claim 48, further comprising administering a palliative agent.